

# **EXHIBIT U**



June 26, 2009

UBS AG  
SBS Financial Products Company, LLC  
Merrill Lynch Capital Services, Inc.  
Financial Guaranty Insurance Company  
Syncora Guarantee Inc.  
U.S. Bank National Association

Ladies and Gentlemen:

This opinion letter is being rendered to you pursuant to Section 2.4 of the Collateral Agreement, dated as of June 15, 2009 (the ***Collateral Agreement***), among the City of Detroit (the ***City***), the Detroit General Retirement System Service Corporation, the Detroit Police and Fire Retirement System Service Corporation, U.S. Bank National Association, as custodian, and you. Capitalized terms not defined herein and defined in the Collateral Agreement are used herein as therein defined.

As Corporation Counsel for the City, I am familiar with the legal affairs of the City and I have examined the Collateral Agreement, the other Definitive Documents and such other documents and made such investigations of law and fact as I have deemed appropriate to render the opinions set forth below.

Based on the foregoing, I am of the opinion that:

1. The City is a municipal corporation of the State of Michigan, with home rule powers, duly existing under the laws of the State of Michigan and pursuant to the City Charter.
2. The City Charter and any amendments thereto were duly approved by a majority of the City electors voting thereon and the City Charter and any such amendments have not been rescinded in whole or in part as of the date hereof.
3. The execution, delivery and performance by the City of the Collateral Agreement and each other Definitive Document to which the City is a party are within the City's powers, have been duly authorized by all necessary action, require no action by or in respect of, or filing with, any governmental body, agency or official and do not contravene, or constitute a default under, any provision of applicable law or regulation or of the City Charter or of any agreement, judgment, injunction, order, decree or other instrument binding upon the City.
4. There is no action, suit or proceeding pending against, or to my knowledge threatened against, or affecting the City, the Authorizing Ordinance or the Pledged Property before any court or arbitrator or any governmental body, agency or official in which there is a reasonable possibility of an adverse decision which could materially adversely affect the ability of the City to perform its obligations under the Collateral Agreement or any other Definitive Document to which the City is a party or the Authorizing Ordinance or which in any manner questions the validity of the Collateral Agreement or any other Definitive Document to which the City is a party, the Authorizing Ordinance or the City Pledge.



a. The foregoing opinions are based solely on the laws of the State of Michigan and no opinion is given with respect to the laws of other jurisdictions. Further, these opinions are given on and as of the date hereof only and do not contemplate, and no opinion is given or intended with respect to, future events or subsequent changes in law or fact.

b. This opinion letter is provided for the benefit of the persons to whom it is addressed and may not be relied upon or quoted from or referred to *except* that this opinion letter may be included in a transcript of the record of proceedings relating the Closing and reference may be made to it in the index of documents in such transcript.

Very truly yours,

A handwritten signature in cursive script that reads "Krystal A. Crittendon".

Krystal A. Crittendon  
Corporation Counsel